AMENDED & RESTATED BY-LAWS
OF
THE ASIAN AMERICAN BAR ASSOCIATION OF NEW YORK

Article I.
NAME AND PURPOSE

Section 1.01 Name. The name of this organization shall be "The Asian American Bar Association of New York" (the "Association"). The complete name of the Association, with or without the initial article "The", or its abbreviation ("AABANY"), shall be used in all transactions of official business of the Association.

Section 1.02 Purpose. AABANY was formed in 1989 as a not-for-profit corporation to represent the interests of New York Asian-American attorneys, judges, law professors, legal professionals, legal assistants or paralegals and law students. The mission of AABANY is to improve the study and practice of law, and the fair administration of justice for all by ensuring the meaningful participation of Asian-Americans in the legal profession.

Section 1.03 Nondiscrimination. AABANY shall not discriminate by reason of race, creed, age, color, sex, religion, national or ethnic origin, political belief, sexual orientation or disability.

Article II.
MEMBERS

Section 2.01 Categories of Membership. Each of the following constitutes a category of membership for the Association (a "Membership Category"):

(a) "Active Member": (1) Any attorney admitted and in good standing with the New York State Unified Court System ("NYS Courts") or (2) any attorney admitted and in good standing with the legal licensing body of any other state, territory, or possession of the United States of America, the Commonwealth of Puerto Rico or the District of Columbia, or with the legal licensing body of any foreign country jurisdiction ("Bar"), and resides in or practices in the State of New York.

(b) "Associate Member": (1) Any attorney in good standing with the NYS Courts but does not reside or practice in New York State or (2) any attorney admitted and in good standing with any Bar, but does not reside or practice in the State of New York. Associate Members shall be entitled to all privileges and rights of Active

Members, excluding the right to vote at any/all meetings and/or hold office. Any Associate Member who attains the qualifications to become an Active Member during his or her membership term shall become an Active Member for the remainder of his or her membership term without additional fee upon such member giving notification to the Membership Director.

(c) "Law Student Member": (1) Any individual attending an American Bar Association ("ABA") accredited law school and who is employed, resides or attends a law school in the State of New York, or intends to sit for the New York State Bar Examination; or (2) any graduate of an ABA-accredited law school who is pending admission to the NYS Courts and is employed or resides in the State of New York. Law Student Members shall be entitled to all privileges and rights of Active Members, excluding the right to vote at any/all meetings and/or hold office. Any Law Student Member who attains the qualifications to become an Associate or Active Member during his or her membership term shall become an Associate or Active Member, as the case may be, for the remainder of his or her membership term without additional fee upon such member giving notification to the Membership Director.

(d) "Life Member": Any present member of the Association who has been a member in good standing for twenty (20) years or longer, and is above the age of 65 years, may become a life member of the Association upon payment of a sum fixed by a majority vote of the Board (as defined in Section 4.01). Such sum shall be payment in full of all further dues of the Association during the life of such member. Life Members shall be entitled to all privileges and rights of Active Members.

(e) "Affinity Member": Any individual who within the State of New York: (1) contracts with or is employed by an attorney, law firm, corporation, governmental agency or other entity; (2) performs substantive legal work under the supervision of a licensed attorney who assumes professional responsibility for the final work product; or (3) is not a licensed attorney, law school graduate or law student. Affinity Members shall be entitled to all privileges and rights of Active Members, excluding the right to vote at any/all meetings and/or hold office. Any Affinity Member who attains the qualifications to become a Law Student Member, Associate Member or Active Member during his or her membership term shall become a Law Student Member, Associate Member or Active Member, as the case may be, for the remainder of his or her membership term without additional fee upon such member giving notification to the Membership Director.

The Membership Director may propose changes to any of the Membership Categories to the Board for its approval.

Section 2.02 Requirements for Membership. Any individual who satisfies one of the Membership Categories as well as subsections (a) and (b) of this Section 2.02 shall be considered a member in good standing of the Association (a "Member"):

(a) Application - Each prospective Member must complete an initial application for membership. The Membership Director shall have the right to reject any application for membership for cause, which reasons shall be set forth in writing in the records of the Board.

(b) Payment of Dues - Each Member must pay the required annual dues for his/her respective Membership Category as set forth in Section 2.01. All memberships requiring payment of dues expire one year from the date of membership origination or membership renewal. If a Member fails to pay the required dues after receiving ninety (90) days' notice from the Membership Director, such Member's membership will be terminated and such Member may be removed from the membership rolls. Any Active Member who is in default in the payment of dues shall have no voting rights, for so long as such default continues.

(c) Assessment of Dues - The Board shall from time to time determine the annual dues to be assessed for each Membership Category, considering the advice of the Membership Director. Any changes in dues shall take effect at such time as may be approved by the Board.

Section 2.03 Removal or Suspension. Any Member may have his/her membership in the Association suspended or revoked (a "Suspended Member") as follows:

(a) Any Member who is suspended from the practice of law or disbarred by a bar of any state, the Commonwealth of Puerto Rico or the District of Columbia shall automatically be suspended from membership in the Association; or

(b) Any Member may be suspended or expelled from membership in the Association for misconduct in his/her relations with the Association or in the profession, in either case on adjudication thereof by a majority vote of the Board.

Any Suspended Member may apply for reinstatement as a Member to the Board, which shall make such determination by two-thirds (2/3) vote.

Article III.
MEETINGS

Section 3.01 Notice of Meetings.

(a) Notice of all meetings shall be in writing. Notice shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is called. (b) A copy of the notice of any meeting shall be given personally, by mail or by

electronic mail to each Active Member in good standing. If the notice is given personally, by first-class mail or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at his/her address as it appears on the record of Members or, if the Member shall have filed with the Membership Director a written request that notices to such Member be mailed to some other address, then directed to such Member at such other address. If sent by electronic mail, such notice is given when directed to the Member's electronic mail address as it appears on the record of Members or to such other electronic mail address as the Member shall have filed with the Membership Director. All other notice requirements shall be governed by the New York Not-For-Profit Corporation Law, including but not limited to § 605 entitled "Notice of meeting of members."

Section 3.02 Annual Meeting of the Members.

(a) Date. The Members shall hold an Annual Meeting of the Members annually on any date as the Board may determine, for the purpose of electing Officers and Directors and transacting other business that may come before the Annual Meeting.

(b) Vote. Only Active Members in good standing may vote at such Annual Meetings.

(c) Notice. Notice of the Annual Meeting shall be given in accordance with the provisions of Section 3.01 and the New York Not-For-Profit Corporation Law, including but not limited to § 605 entitled "Notice of meeting of members."

(d) The President shall preside and be the Chair of the Annual Meeting. The President may delegate the Chair to another member of the Board as required.

(e) Order of Business for the Annual Meeting shall be as follows:

(i) Calling of the roll. The President shall present to the Secretary all received written proxies received by the Association. The Secretary of the Association shall record and determine which Active Members are present in person and by proxy, and thereby determine and declare that quorum for the meeting has been achieved.

(ii) Proof of notice of meeting. The Chair shall state that the requirements of Section 3.01 have been satisfied to his or her satisfaction.

(iii) Receiving communications. The Chair shall receive and take note of any communications that the Membership desires to make to the Association.

(iv) Election of Officers and Directors and Voting on Ballot Items. Voting shall be by written secret ballot of those present and the written proxy of those unable to attend in person, as provided by these by-laws. The Immediate Past President and the President-Elect (or if either or both are unavailable, their designees) shall be the tellers of the election.

(v) Annual Report of the Board. The Chair and the Executive Director shall present the status of the Association to the Membership.

(vi) Annual Report of the Committees. The Committees by their Chairs shall present the statuses of their activities to the Membership.

(vii) Unfinished business. The results of the Election of Officers and Directors and voting on any Ballot Items shall be announced by the Chair.

(viii) New business. Any communication received in (iii) above that the Chair determines is in order for action by the Membership may be considered.

(f) Amendments – Any amendments to the order of business for the Annual Meeting shall be decided by the President.

Section 3.03 Place of Meetings. Meetings may be held at such place within the State of New York as the Board may from time to time determine or as may be designated in the notice of the meeting.

Section 3.04 Waiver of Notice. Notice of meeting need not be given to any Members who submit a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without, prior to the conclusion of the meeting, objecting to the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 3.05 Special Meetings. Special Meetings of the Members may be called by the President, by the Board or upon the written request of ten percent (10%) of the Active Members. All Active Members shall receive at least fifteen (15) days written notice, as designated by the New York Not-for-Profit Corporation Law, which shall provide the date, time, place and purpose

of the Special Meeting. No business other than that specified in the Special Meeting notice shall be transacted at any Special Meeting.

Section 3.06 Quorum. The lower of ten (10%) percent of Active Members or 100 Active Members shall constitute a quorum for any Special Meeting and the Annual Meeting. A majority vote of Active Members present shall be required for the adoption of any resolution at either a Special Meeting or an Annual Meeting. Once quorum is present, withdrawal of Members from the meeting shall not negate quorum.

Section 3.07 Voting.

(a) Voting Rights - Every Active Member in good standing shall be entitled to one (1) vote.

(b) Voting by Proxy - Any absent Active Member eligible to vote at any meeting, including a Special Meeting and the Annual Meeting, may be represented as present and may vote at such meeting by a proxy authorized in writing. Such written authorization must comply with the following:

(i) the proxy grant must be in writing;
(ii) the proxy must identify the matter with respect to which the proxy is granted;
(iii) the proxy must contain the full name of the Active Member entitled to vote;
(iv) the proxy must include the signature of the Active Member granting the proxy;
(v) the proxy must indicate the date signed by Active Member granting the proxy;
(vi) the proxy must be filed with the Secretary of the Association.

Article IV.
BOARD OF DIRECTORS

Section 4.01 Management. The Board of Directors of the Association (the "Board") shall exercise general management of the affairs of the Association, and shall be charged with the duty of conducting such affairs in a manner consistent with the exclusively educational and charitable purpose of the Association, as well as in conformity with the policy that, in all the activities of the Association, the promotion of the public interest is to be primary and paramount. The Board may authorize contracts to be made on behalf of the Association by one or more of the Officers.

Section 4.02 Qualifications of Directors. Each Director shall be an Active Member in good standing.

Section 4.03 Composition of Board Members. The Board shall consist of at least three (3) Directors but no more than nineteen (19) Directors. The number of Directors shall be fixed from time to time exclusively by resolution of the Board. The remaining members of the Board shall be the Officers of the Association (the "Officers") consisting of a President, President-Elect, Immediate Past President, Development Director, two Vice Presidents of Programs and Operations, Secretary, Membership Director, Treasurer, and such other positions as may be created by the Board. *See* Section 5.01. All Directors and Officers (collectively, the "Board Members") shall hold office until such person's successor shall have been elected and qualified, or until the earlier of his or her death, resignation or removal. No Board Member shall serve more than seven (7) consecutive years (in any capacity) on the Board. A former Board Member shall be eligible for election to a position whose term begins one (1) year after the expiration of his or her last full term on the Board, which re-election would begin a new seven (7) consecutive year limit.

Section 4.04 Election of Directors and Terms. Directors shall be elected by a majority of the Active Members in good standing present at the Annual Meeting. Directors shall be elected for a term of two (2) years and shall serve until such person's successor is elected and qualified, or until the earlier of his or her death, resignation, or removal. If a vacancy occurs during the term, a successor shall be chosen according to the procedure described in Section 7.05 to serve until the next Annual Meeting. No Director shall serve for more than two (2) successive full terms. No Director shall be eligible for re-election for a position whose term begins earlier than one (1) year after the expiration of his or her second successive term.

Section 4.05 Staggered Board. The Directors shall be divided into two (2) classes. Each class shall consist, as nearly as may be possible, of one-half of the total number of directors constituting the entire Board. One class shall be elected every odd year while the other class shall be elected every even year.

Section 4.06 Removal of Directors.

(a) Any Director may be removed, with cause, by a two-thirds (2/3) vote of the Board at a Regular Meeting (as defined in Section 4.10) or Special Meeting (as defined in Section 4.12), but the Board by a majority vote may suspend the authority of any Director to act on behalf of the organization, for good cause shown, whenever the Board determines that the interests of the Association will be served thereby (such removed or suspended Director, a "Suspended Director"). Written notice of the intention to remove or suspend and reasons therefore shall be provided to such Director at least ten (10) days prior to the meeting date. Mailing, by ordinary first-class mail, to the last known address as appears on the membership rolls, as well as by electronic mail to the electronic mail address on file shall constitute notice. In the event of an allegation of conversion of funds, the Director may be removed prior to written notice; however the opportunity to be heard shall be provided within fourteen (14) days. *See* Section 4.06(b).

(b) No Director shall be removed or suspended without having the opportunity to be heard, with counsel if desired, at such Board Meeting mentioned in subsection (a) above, but no formal hearing procedure need be followed. A Suspended Director may present an appeal to the Board of its decision to remove or suspend him or her as a Director. Following such appeal, the Board may decide to reinstate such Suspended Director by a two-thirds (2/3) vote.

Section 4.07 Quorum. A simple majority of Board Members in office shall constitute a quorum for any Regular or Special Meeting of the Board. A majority of those present shall be required for the adoption of any Board resolution at either, a Special Meeting or Annual Meeting. Once quorum is present, withdrawal of Board Members from the meeting shall not negate quorum.

Section 4.08 Action of the Board. Unless otherwise required by law or these by-laws, the vote of a majority of the Board Members present at a Board meeting shall constitute the action of the Board, provided quorum is present at the time of the vote. Each Board Member present shall have one (1) vote.

Section 4.09 Unanimous Consent of the Board in Lieu of Meeting. Any action of the Board may be taken without a meeting, if written approval thereof (including approval by electronic email or other form of electronic communication) setting forth the action so taken shall have been signed (or otherwise approved by electronic email or other form of electronic communication) by all of the Board Members in office and filed with the Secretary within thirty (30) days from the date such action was taken.

Section 4.10 Regular Meetings of the Board. Except as otherwise (a) determined by the Board at a duly convened meeting or (b) duly noticed to the Board by the President or Secretary pursuant to Section 4.13, each regular meeting of the Board ("Regular Meeting of the Board") shall be held periodically as approved by the Board and no less frequently than quarterly.

Section 4.11 Annual Meetings of the Board. The first Regular Meeting of the Board after the Annual Meeting of the Members shall constitute the "Annual Meeting of the Board."

Section 4.12 Special Meetings of the Board. The President or the Board shall have the power to call a Special Meeting of the Board (a "Special Meeting of the Board") for any purpose.

Section 4.13 Notice of Board Meetings. Notice of any Board meeting (any Regular Meeting or Special Meeting of the Board, a "Board Meeting") shall be in writing.

(a) Written notice shall state the place, date and hour of the meeting and, unless it is a Regular Meeting of the Board, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting of the Board shall also state the purpose or purposes for which the meeting is called.

(b) All notice requirements shall be governed by the New York Not-For-Profit Corporation Law, including but not limited to § 711 entitled "Notice of meetings of the board." If notices are given by electronic mail, such notice is given when delivered to the Board Member at his/her electronic mail address as it appears on the record of Members or, if he/she shall have filed with the Secretary of the Association a written request that notices to him/her by electronic mail be delivered to some other address, then directed to him/her at such other address.

Section 4.14 Place of Board Meetings. Board Meetings may be held at such place within the State of New York as the Board or the President may from time to time determine or as may be designated in the notice of the Board Meeting.

Section 4.15 Waiver of Notice. Notice of Board Meeting need not be given to any Board Members who submit a signed waiver of notice whether before or after the Board meeting. The attendance of any Board Member at a Board meeting without, prior to the conclusion of the meeting, objecting to the lack of notice of such Board Meeting, shall constitute a waiver of notice by him/her.

Section 4.16 Meetings by Telecommunication. Board Members and members of committees may participate in any Board Meeting or committee meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; *provided, however,* that participation in a closed portion of any Board Meeting as determined by the President or Audit Committee shall be limited to Board Members. Participation by such means shall constitute presence in person at a meeting.

Section 4.17 Absence from Board Meetings. Should any Board Member absent himself or herself from three (3) or more Board meetings during the Fiscal Year, his or her seat on the Board may be declared vacant by the majority vote of the Board, and the vacancy shall be filled as provided in Section 7.05.

Section 4.18 Indemnification and Insurance.

(a) The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, Standing Committee members, Committee Chair or employee of the Association at the time of such party's conduct in question, against expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the

Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

(b) Expenses including attorneys' fees reasonably incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, Standing Committee members, Committee Chair or employee of the Association to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association as authorized by this by-law.

(c) The Association shall purchase and maintain insurance: (1) to indemnify the Association for any obligation which it incurs as a result of the indemnification of Directors, Officers, Standing Committee members, Committee Chairs and employees; (2) to indemnify Directors, Officers, Standing Committee members, Committee Chairs and employees in instances in which they may be indemnified by the Association; and (3) to indemnify the Directors, Officers, Standing Committee members, Committee Chairs and employees in instances in which they may not otherwise be indemnified by the Association, provided the contract of insurance covering such persons provides, in a manner acceptable to the superintendent of insurance, for a retention amount and for co-insurance. All other issues concerning the liability, coverage and protection of the Association's Directors, Officers, Standing Committee members, Committee Chairs and employees shall be governed by the New York Not-for-Profit Corporation Law, including but not limited to §§ 719 - 726. It shall be the responsibility of the Treasurer to purchase said indemnification insurance, ensure that it is in effect each Fiscal Year, and provide the "Insurance Policy" documents to the Secretary of the Association for safekeeping.

Article V.
OFFICERS

Section 5.01 Number of Officers. The Officers of the Association shall include:

(a) a President, a President-Elect, an Immediate Past President, a Development Director, up to two Vice Presidents of Programs and Operations, a Secretary, a Membership Director and a Treasurer; and

(b) such other Officers whose positions may be created from time to time by the Board without amendment to these by-laws or action by the Active Members. The resolution of the Board describing the duties of such newly created Officer positions shall be annexed to these by-laws by the Secretary and deemed to be incorporated herein upon adoption by the Board.

Section 5.02 Qualification and Diversity of Officers. Each Officer shall be an Active Member in good standing. All Officers are to be different individuals, each of whom shall hold office until such person's successor shall have been elected and qualified, or until the earlier of his or her death, resignation, or removal. One may not be an Officer and a Director at the same time.

Section 5.03 Election and Term of Office. Officers shall be elected by a majority vote of the Active Members present at the Annual Meeting and shall serve for a term of one (1) year and until their successors are elected and qualified, or until the earlier of his or her death, resignation, or removal. If a vacancy occurs during the term, a successor shall be chosen by the procedure described in Section 7.05 to serve until the next Annual Meeting. With the exception of President-elect, President, and Immediate Past President which shall be 1 year terms respectively, no Officer shall serve for more than four (4) successive terms as an Officer. No former Officer shall be eligible for re-election for a position whose term begins earlier than one (1) year after the expiration of his or her second successive term.

Section 5.04 Duties. The duties of the Officers shall include the following:

(a) The President shall:

(i) be the chief executive officer of the Association;
(ii) have general and active management of the business of the Association;
(iii) see that all orders and resolutions of the Board are carried out;
(iv) except as otherwise provided in these by-laws, appoint and/or remove the Chair(s) of each Committee. All such appointments shall end upon the expiration of the President's term, and effective April 1, 2024, no Committee Chair (except for the Chair of a

Standing Committee) shall serve more than four consecutive years in the same Committee without first taking at least one year off from serving as a Chair for that Committee;

(v) have the power to create, and appoint members of, one or more ad hoc committees as needed to fulfill specific functions. All such ad hoc committees and appointments thereto shall end upon the expiration of the President's term; and

(vi) shall succeed to the office of the Immediate Past President upon the expiration of the President's term.

(b) The President-Elect shall:

(i) succeed to the office of President upon the expiration of the President's term;

(ii) assist the President in the performance of his or her duties;

(iii) assist in relations with the general public; and

(iv) exercise the powers of the President, in the absence of the President.

(c) The Immediate Past President shall:

(i) assist the President in the transition of administrations;

(ii) continue the goodwill of the Association; and

(iii) assist in the Association's relations with other organizations.

(d) The Development Director shall:

(i) plan, develop, implement and manage the financial resources and efforts of the Association to fundraise and obtain sponsorships; (ii) make recommendations to the President regarding the Association's financial resources and efforts to fundraise and obtain sponsorships;

(iii) seek opportunities to increase the Association's financial resources;

(iv) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President; and

(v) work in conjunction with the Executive Director in carrying out his/her duties.

(e) The Vice Presidents of Programs and Operations shall:

(i) oversee, coordinate, develop, manage and assist in sponsored programs and events of the Association;

(ii) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President; and

(iii) work in conjunction with the Executive Director in carrying out his/her duties.

(f) The Secretary shall:

(i) be the recording secretary of the Board, shall act as clerk, record all votes and prepare the minutes of all Board, Special and Annual meetings;

(ii) prepare all correspondence to inform the Members and the Board as to the status of all orders, votes and resolutions that call for some action or steps to be taken, give any required notice of all meetings, and inform the Board of all correspondence;

(iii) keep the seal of the organization;

(iv) safeguard the indemnity insurance of the Association (*see* Section 4.18);

(v) manage and review handbooks and manuals of the Association; and

(vi) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

In the absence of the Secretary, the President (in the absence of both the President and the Secretary, the President-Elect) shall appoint a Board Member to assume the duties of the Secretary.

(g) The Membership Director shall:

(i) receive and process applications or renewals of membership, and promptly notify acceptance or non-acceptance of the same;

(ii) create and maintain accurate and up-to-date records of the membership of the Association, including categorizing the Members into their respective membership categories;

(iii) maintain mailing addresses for each Member and person or organization doing business with the Association;

(iv) advise members when their membership will expire and request renewal of the same;
(v) at the request of the President or the Board, prepare a list of Members; and

(vi) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

(h) The Treasurer shall:

(i) keep current and accurate accounts of receipts and disbursements of the Association;
(ii) collect all funds due to the Association and disburse funds as required to meet the obligations of the Association;
(iii) keep the funds of the Association in a separate account to the credit of the Association, unless the Board directs otherwise;
(iv) render to the President and the Board, as requested by them, but not less than once a year, regular accountings and reports of all transactions and of the financial condition of the Association;
(v) ensure that the Association files the appropriate tax returns;
(vi) purchase on behalf of the Association and keep current Directors' and Officers' indemnification insurance as required under Section 4.18 and provide said insurance policy documents to the Secretary of the Association for safekeeping;
(vii) supervise the Association's accountant and bookkeeper;
(viii) be the Chair of the Finance Committee; and
(ix) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

Section 5.05 Executive Director. The Association shall from time to time employ an Executive Director on such terms and conditions as the Board may approve. The Executive Director shall:

(i) be an Officer of the Association ex officio while he or she is employed by the Association in that capacity;
(j) be considered a member of the Board, except that he or she cannot vote;
(k) assist the President in the performance of his or her duties; and
(l) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

Section 5.06 Removal of Officers.

(a) Any Officer may be removed, with cause, by a two-thirds (2/3) vote of the Board at a Regular Meeting or Special Meeting, but the Board by a majority vote may suspend the authority of any Officer to act on behalf of the Association, for good cause shown, whenever, the Board determines that the interests of the Association will be served thereby (such removed or suspended Officer, a "Suspended Officer"). Written notice of the intention to remove or suspend and reasons therefore shall be provided to the Officer at least ten (10) days prior to the meeting date. Mailing, by ordinary first-class mail, to the last known address as it appears on the membership rolls, as well as by electronic mail to the electronic mail address on file shall constitute such notice. In the event of an allegation of conversion of funds, however, the opportunity to be heard shall be provided within fourteen (14) days. (*Cf.* Section 4.06(a)).

(b) No Officer shall be removed or suspended without having the opportunity to be heard, with counsel if desired, at such Board Meeting mentioned in subsection (a) above, but no formal hearing procedure need be followed. A Suspended Officer may present an appeal to the Board of its decision to remove or suspend him or her as an Officer. Following such appeal, the Board may decide to reinstate such Suspended Director by a two-thirds (2/3) vote.

Article VI.
COMMITTEES

Section 6.01 Power to Appoint Committees. Except as otherwise provided by these by-laws, the Board or the President may establish one or more committees to consist of one or more Active Members. Except as otherwise provided by these by-laws or in any resolution of the Board establishing a committee, the President shall annually appoint one or more Chairs to lead each committee established under Section 6.01, subject to the term limit for Committee Chairs (other than Standing Committee Chairs) set forth in Section 5.04(a)(iv) above.

Section 6.02 Powers of Committees. Any such committee established under Section 6.01, to the extent provided in a resolution of the Board, shall have all of the powers and authority of the Board, except that no committee shall have the power or authority as to the following:

(a) Fulfill vacancies on the Board;
(b) Adopt, amend or repeal the by-laws;
(c) Adopt, amend or repeal a resolution of the Board; or
(d) Act on matters specifically addressed by the by-laws or by resolution of the Board.

Section 6.03 Standing Committees. The standing committees of the Association shall be:

(a) the Nominations Committee;
(b) the Audit Committee;
(c) the Finance Committee;
(d) the Membership Committee

and such other standing committees as may be created from time to time by resolution of the Board. Such resolutions shall define the respective powers and duties of such standing committees. Except as otherwise provided herein, the President annually shall appoint the Members, designate the Chair and fill vacancies for each standing committee. Any standing committee, except the Nominations Committee, Audit Committee, Finance Committee and Membership Committee, may be abolished by resolution of the Board. Each standing committee shall have the specific powers and duties set forth in these by-laws or by resolution of the Board and such general powers and duties as may be prescribed for committees generally. When a standing committee is organized, it shall be the Chair's duty to submit to its Members such matters for the consideration of the committee as any Member may desire, or that the Chair may deem germane to the objectives for which the committee was appointed.

Section 6.04 Nominations Committee. The Nominations Committee shall be a Committee of the Board, and its members shall be appointed by the President annually with approval of the Board; provided that (a) the President and the President-Elect shall each be a member of the Nominations Committee; and (b) each of the other individuals shall be current Board Members. The President shall be the Chair of the Nominations Committee. If for any reason, the President cannot serve as Chair of the Nominations Committee, the President shall appoint the President-Elect to serve as Chair. The Nominations Committee shall determine the qualifications, qualities, skills, and other expertise required to be a Director or Officer and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for Directors or Officers (the "Board Criteria"). The Nominations Committee shall identify and screen individuals qualified to become Board Members, consistent with the Board Criteria. The Nominations Committee shall also consider any Director or Officer candidates nominated by the membership of the Association. While serving on the Nominations Committee, a Member shall not be eligible for nomination and consideration for any Officer or Director position by the Nominations Committee. A Member may remove such ineligibility by declining the nomination, if any, for Officer or Director position or declining appointment by the President to serve on the Nominations Committee. The Nominations Committee shall make nominations for all the Officers and Directors required by Articles IV and V that will be vacated at the end of the current Fiscal Year to serve during the next Fiscal Year or to fill any vacancies pursuant to Section 7.05, in each case consistent with the Board Criteria. Upon fifteen (15) days' prior notice (by mail or electronic mail) to the membership of the Association as to the meeting date, the Nominations

Committee shall meet (a) not less than thirty-five (35) days prior to the date of the Annual Meeting for the purpose of conducting an open meeting of receiving nomination recommendations and statements for candidates for Officers and Directors to be elected at the Annual Meeting (the "Annual Nomination Meeting of the Nominations Committee") and (b) not less than five (5) days prior to the date of the Board meeting for the purpose of conducting an open meeting of receiving nomination recommendations and statements to fill any vacancies pursuant to Section 7.05. The Nominations Committee shall thereafter make nominations consistent with the Board Criteria and give notice of such nominations to the President. Each nominee must signify a willingness to serve by a written statement. No person may be nominated for more than one (1) position as either an Officer or Director.

Section 6.05 Membership Committee. The Membership Committee shall consist of the Membership Director and at least two (2) other Members appointed by the President. The Membership Director shall be the Chair of the Membership Committee. The Membership Committee shall develop recommendations for programs and services that will meet the needs of the membership and encourage new Members to join the Association. The Membership Committee shall assist with the provision of general membership functions, such as application, renewal, and notice of expiration of membership.

Section 6.06 Audit Committee. The President shall appoint at least three (3) Board Members to serve on the Audit Committee. No Officer may be the Chair of the Audit Committee. The duties of the Audit Committee shall be to:

(a) assist the Board with oversight of the integrity of the Association's financial affairs, compliance with legal and regulatory requirements, the Association's independent auditors and the performance of the Association's internal audit and reporting processes;

(b) meet with the Treasurer to discuss and review the system of internal controls and procedures;

(c) recommend to the Board the selection of independent auditors of the Association for the Fiscal Year;

(d) review the annual report from the Association's independent auditors and any reports on any material recommendations made concerning management of funds or recommendations on internal control and recommend to the Board what actions should be taken with respect thereto;

(e) review with such auditors any material questions or problems with respect to accounting records, procedures or operations of the Association that have not been resolved to their satisfaction after having been brought to the attention of management and recommend to the Board what actions should be taken with respect thereto; and (f) perform such other duties as may be assigned by the Board.

Section 6.07 Finance Committee. The Finance Committee shall consist of the Treasurer and at least two (2) other Members appointed by the President. The Treasurer shall be the Chair of the committee. The duties of the Finance Committee shall be to:

(a) supervise the financial affairs of the Association;

(b) annually prepare for submission to the Board a proposed income and expense budget of all activities of the Association for the Fiscal Year;

(c) review and recommend to the Board investments for the Association's assets;

(d) regularly review the existing investments of the Association's assets and recommend to the Board whether such investments should be terminated and recommend to the Board possible new investments for such assets;

(e) report to the Membership at the Annual Meeting the status of all investments of the Associations; and

(f) perform such other duties as may be assigned by the Board.

Article VII.
ELECTIONS AND VACANCIES

Section 7.01 Nominations. As soon as practicable following the Annual Nomination Meeting of the Nominations Committee, the Chair of the Nominations Committee shall advise the Secretary of such nominations.

Section 7.02 Membership List. If an Active Member in good standing seeks to run for office and has been qualified by the Nominations Committee, upon a written request to the Membership Director, she/he may be provided with a copy of the membership list with addresses within five (5) days of receipt of the letter. The candidate for office must certify in his/her request that the membership list will be used only for campaign purposes.

Section 7.03 Election Procedure. Elections shall be held at the Annual Meeting of the Members. Any proxy sent or ballot cast by mail or e-mail must be received by the Association no later than five (5) days before the Annual Meeting. Any ballot returned by hand must be received by the Association no later than the Annual Meeting. Ballots shall include appropriate space for write-in candidates. If a write-in candidate does not consent to election after the vote, the write- in votes are voided and no re-vote will be granted. Envelopes containing voting materials (ballots
or proxies) shall be opened at the beginning of the Annual Meeting by the chair of the Nominations Committee.

Section 7.04 Resignations. Any Director or Officer may resign such position at any time. Such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some other effective date is fixed in the resignation. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 7.05 Vacancies. To fill any Director/Officer vacancy, the Nominations Committee shall submit proposed candidates to the Board. A quorum of the remaining Board Members must be present in order to select the successor(s) to fill the vacancy. A majority vote of the quorum of the remaining Board Members is necessary to appoint the successor. The successor shall serve out the remaining term of the Officer or until the end of the year of the Director's term to which he or she succeeded. Such remaining term served by any such successor shall not count as a "term" for purposes of the term limits set forth in Section 4.04 or 5.03.

Article VIII.
MISCELLANEOUS

Section 8.01 Amendment of By-laws. These by-laws may be amended by a majority vote of all Active Members present at any duly convened Annual, Regular or Special Meeting of the Members.

Section 8.02 Fiscal Year. The Fiscal Year of the Association (the "Fiscal Year") shall begin on April 1 and continue until March 31 of the next year.

Section 8.03 Dates Falling on Weekends. Throughout these by-laws, if a date is selected and that date falls on a weekend or holiday, then the date shall be the next business day.

Section 8.04 Signatory Powers. The President, the President-Elect, the Treasurer and the Executive Director each shall have the power to singly execute any check drawn on the Association's account for the purpose of paying authorized disbursements less than the sum of $1,000.00 (One Thousand Dollars). For any authorized disbursement equal to or greater than the sum of $1,000.00 (One Thousand Dollars), such check shall require at least two signatures of the aforesaid Officers. At the beginning of each Fiscal Year, the outgoing President, President-Elect and Treasurer shall cooperate with the incoming President, President-Elect and Treasurer to ensure the proper changes to the signatory authority of the Association's accounts.